



Pharming Group N.V. Annual General Meeting 2023

May 17, 2023

NASDAQ: PHAR | EURONEXT Amsterdam: PHARM

This presentation may contain forward-looking statements. Forward-looking statements are statements of future expectations that are based on management's current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance, or events to differ materially from those expressed or implied in these statements. These forward-looking statements are identified by their use of terms and phrases such as "aim", "ambition", "anticipate", "believe", "could", "estimate", "expect", "goals", "intend", "may", "milestones", "objectives", "outlook", "plan", "probably", "project", "risks", "schedule", "seek", "should", "target", "will" and similar terms and phrases. Examples of forward-looking statements may include statements with respect to timing and progress of Pharming's preclinical studies and clinical trials of its product candidates, Pharming's clinical and commercial prospects, and Pharming's expectations regarding its projected working capital requirements and cash resources, which statements are subject to a number of risks, uncertainties and assumptions, including, but not limited to the scope, progress and expansion of Pharming's clinical trials and ramifications for the cost thereof; and clinical, scientific, regulatory and technical developments. In light of these risks and uncertainties, and other risks and uncertainties that are described in Pharming's 2022 Annual Report and the Annual Report on Form 20-F for the year ended December 31, 2022, filed with the U.S. Securities and Exchange Commission, the events and circumstances discussed in such forward-looking statements may not occur, and Pharming's actual results could differ materially and adversely from those anticipated or implied thereby. All forward-looking statements contained in this presentation are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Readers should not place undue reliance on forward-looking statements. Any forward-looking statements speak only as of the date of this presentation and are based on information available to Pharming as of the date of this presentation. Pharming does not undertake any obligation to publicly update or revise any forward-looking statement as a result of new information, future events or other information.

1. **Opening and announcements**
2. **Annual Report 2022** *(voting and discussion items)*
 - a) Explanation of the business, the operations and the results for the year ending on 31 December 2022 *(discussion item)*
 - b) Remuneration report for 2022 *(advisory voting item)*
 - c) Corporate Governance *(discussion item)*
 - d) Explanation of the dividend policy *(discussion item)*
 - e) Proposal to adopt the financial statements for 2022 *(voting item)*
 - f) Proposal to discharge the members of the Board of Directors *(voting item)*.
3. **Reappointment Non-Executive Directors** *(2 separate voting items)*
 - a) Proposal to reappoint Paul Sekhri, upon binding recommendation of the Board of Directors, as Non-Executive Director pending the ongoing search for a new Chair for a period of one year.
 - b) Proposal to reappoint Deborah Jorn, MBA, upon binding recommendation of the Board of Directors, as Non-Executive Director for a period of two years.
4. **Remuneration Transaction Committee** *(voting item)*
5. **Re-appointment of the external auditor of the Company** *(voting item)*
6. **Amendment to the Articles of Association and authorization to implement such amendment** *(voting item)*
7. **Designation of the Board of Directors as the Company's body, authorized to: (i) issue shares, (ii) grant option rights and (iii) restrict or exclude pre-emptive rights** *(2 voting items)*:
 - a) general authorization for generic corporate purposes, including (i) share issuances to the Board of Directors in accordance with the remuneration policy and the incentive plans for the CEO as approved by our shareholders, and (ii) issuances of shares and/or stock options to staff members under the applicable staff equity incentive plans, for a period of eighteen months up to 10% of the issued share capital; and
 - b) a specific authorization, for a period of eighteen months up to 10% of the issued share capital, for the financing of mergers, acquisitions or strategic alliances only. **(withdrawn)**
8. **Authorization of the Board of Directors to repurchase shares in the Company** *(voting item)*
9. **Any other business** *(discussion item)*
10. **Closing**



DISCUSSION ITEM
AGENDA ITEMS: 1/10

1. Opening and announcements

(discussion item)



Sijmen de Vries, MD, MBA

Executive Director
& Chief Executive Officer



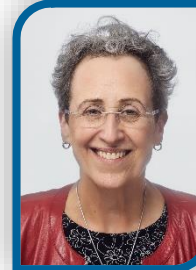
Paul Sekhri

Chairman of the Board of Directors &
Member of the Corporate Governance Committee



Deborah Jorn, MBA

Vice-Chair of the Board of Directors, Member
of the Remuneration Committee & Member of
the Audit Committee



Barbara Yanni

Non-Executive Director, Chairperson of the
Transaction Committee, Member of the Audit
Committee & the Corporate Governance Committee



Mark Pykett, VMD, PhD

Non-Executive Director, Member of the
Remuneration Committee & Member of the
Transaction Committee



Leonard Kruimer

Non-Executive Director, Chairperson of the Audit
Committee & Member of the Transaction Committee



Jabine van der Meijs

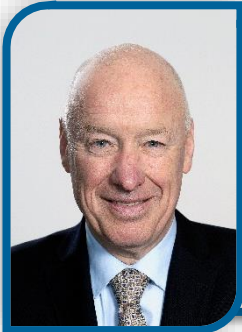
Non-Executive Director, Chairperson of the
Corporate Governance Committee, Member of the
Audit Committee & Remuneration Committee



Steven Baert

Non-Executive Director, Chairperson of the
Remuneration Committee & Member of
the Corporate Governance Committee

Leadership: Executive Committee



Sijmen de Vries, MD MBA
Executive Director &
Chief Executive Officer



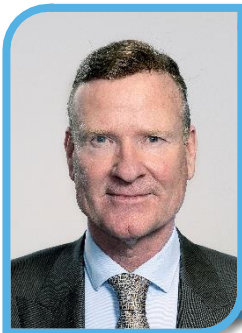
Jeroen Wakkerman
Chief Finance Officer



Anurag Relan MD
Chief Medical Officer



Mireille Sanders MSc
Chief Operations Officer



Ruud van Outersterp
Chief Ethics &
Compliance Officer



Stephen Toor
Chief Commercial Officer



2. Annual Report 2022 *(voting and discussion items)*

- a) Explanation of the business, the operations and the results for the year ending on 31 December 2022 (discussion item)
- b) Remuneration report for 2022 (advisory voting item)
- c) Corporate Governance (discussion item)
- d) Explanation of the dividend policy (discussion item)
- e) Proposal to adopt the financial statements for 2022 (voting item)
- f) Proposal to discharge the members of the Board of Directors (voting item).

2. Annual Report 2022 *(voting and discussion items)*

- a) **Explanation of the business, the operations and the results for the year ending on 31 December 2022 (discussion item)**
- b) Remuneration report for 2022 (advisory voting item)
- c) Corporate Governance (discussion item)
- d) Explanation of the dividend policy (discussion item)
- e) Proposal to adopt the financial statements for 2022 (voting item)
- f) Proposal to discharge the members of the Board of Directors (voting item).



Pharming® | 35 years



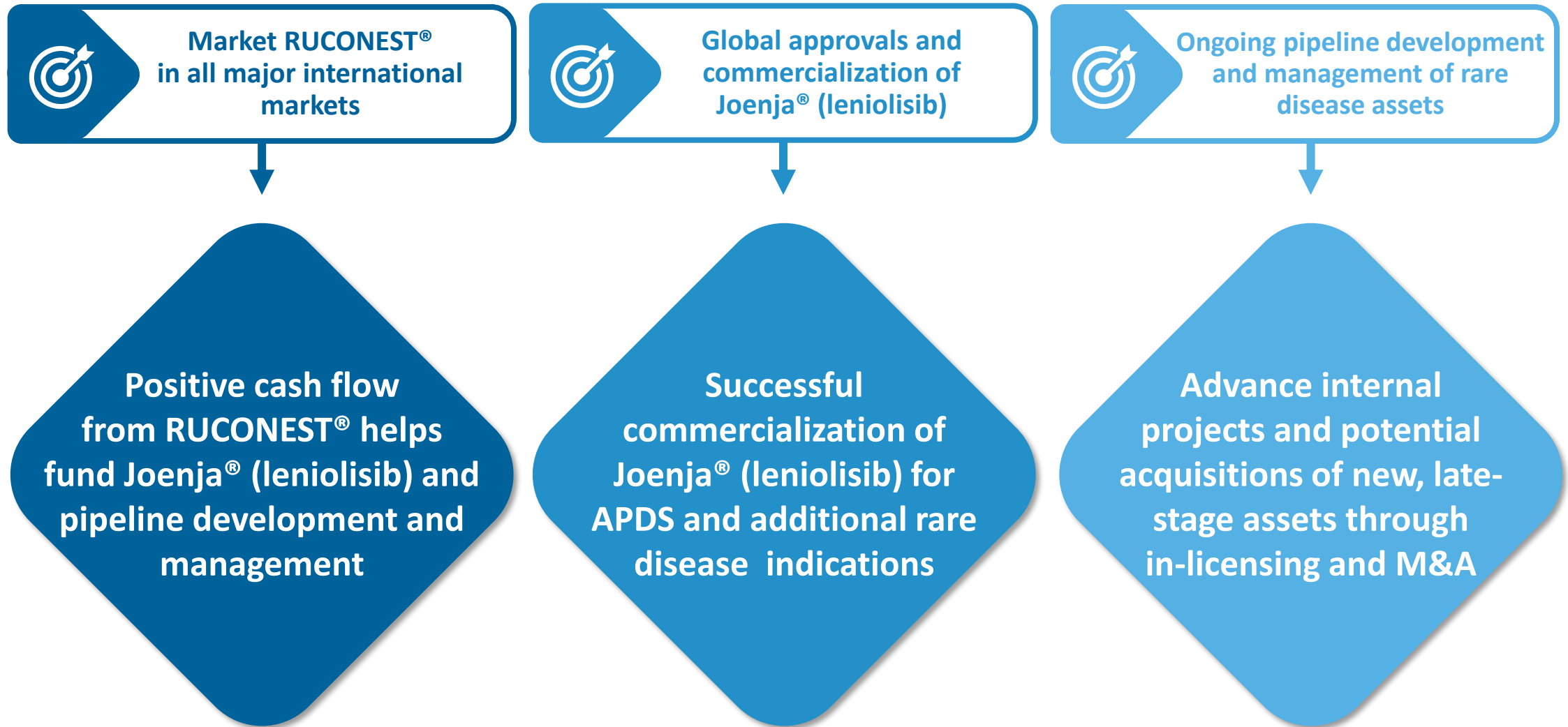
CEO



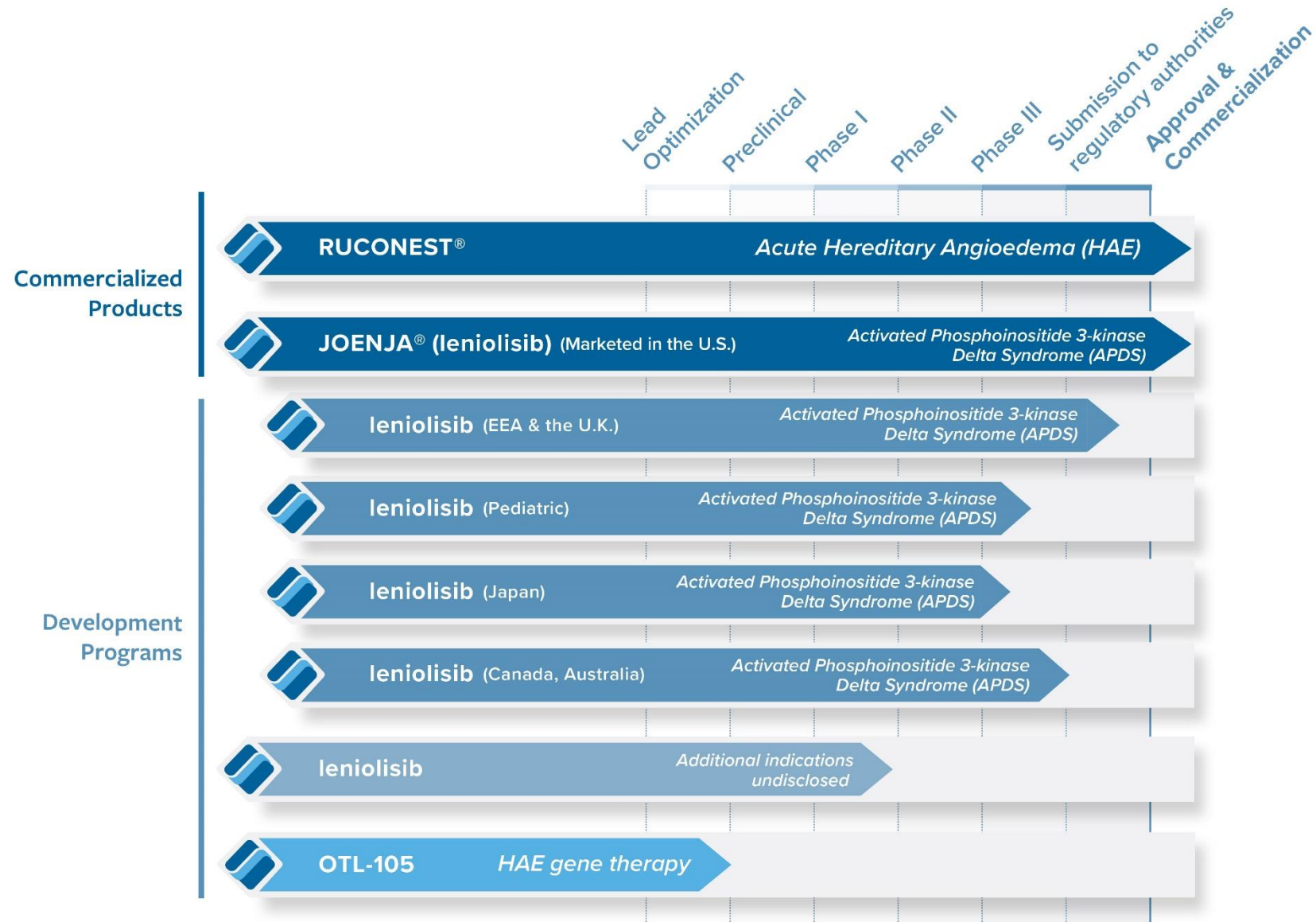
Sijmen de Vries, MD
Chief Executive Officer

Introduction





Pipeline – multiple commercial stage rare disease products



Significant progress in 2022

- ESG program launched to coordinate Pharming's activities
- Peer analysis performed
- Materiality assessment performed to prioritize our ESG topics

Next steps 2023

Preparation for mandatory Corporate Sustainability Reporting Directive (CSRD)

- Pharming needs to report over 2025 and onwards

Continued focus to building a sustainable business

- Integration of ESG priority topics into overall strategy
- Define ambition levels (KPIs and targets)



RUCONEST® sales
US\$205.6 million



Return to growth in 2022,
+3% over 2021



The only recombinant treatment
that targets the root cause of HAE
by replacing missing or
dysfunctional C1-INH



Well-tolerated and effective
treatment option for acute
hereditary angioedema (HAE) -
including breakthrough attacks



Second most prescribed product
detailed for acute attacks



97% of acute attacks needed just
one dose of RUCONEST®¹



93% of attacks were stopped with
RUCONEST® for at least three days²



Patients are well managed and feel
confident to administer treatment
themselves³



Pharming® | 35 years



CMO

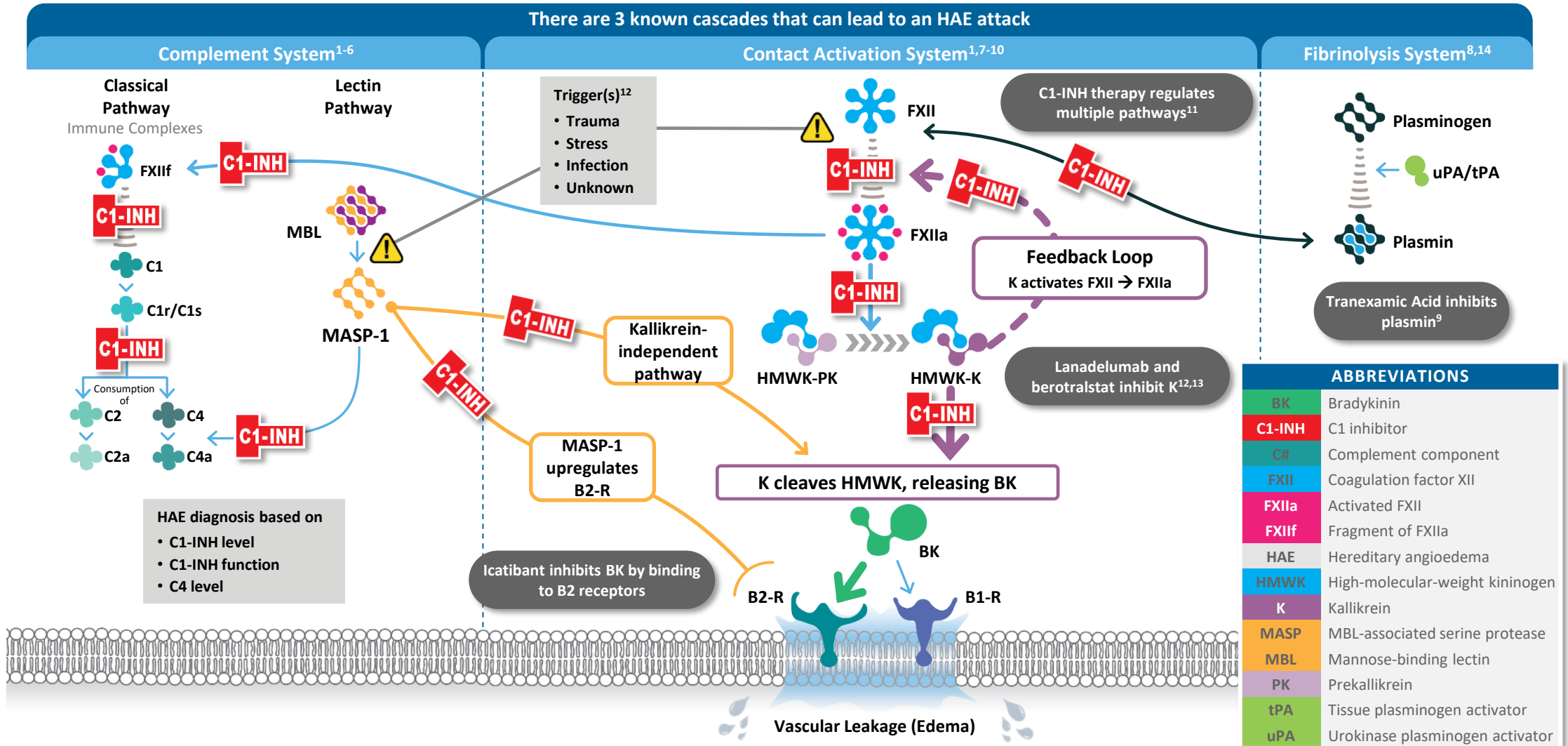


Anurag Relan, MD
Chief Medical Officer

**HAE & APDS
overview**



C1-INH stops bradykinin production across all known pathways



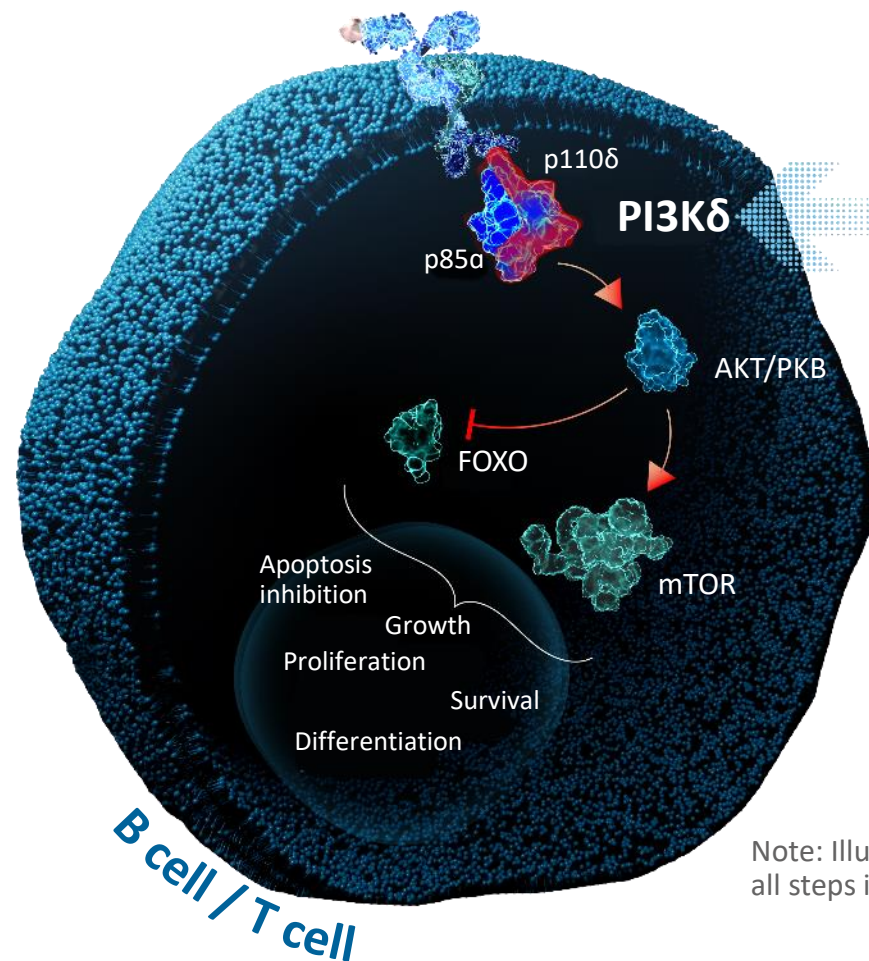
Adapted from a clinical cascade developed in partnership with Dr. Allen Kaplan. This is a current scientific understanding of the cascades. Clinical implications are unknown.

Genetic defect leads to PI3K δ hyperactivity, disrupting immune cell balance

Hyperactive PI3K δ results in dysregulated B and T cell development¹⁻³



Immune imbalance leads to diverse signs and symptoms^{1,4-6}



The PI3K δ enzyme is at the beginning of a complex signaling pathway

Note: Illustration does not include all steps in the signaling pathway.



Severe, recurrent, persistent infections

- Sinopulmonary
- Herpesvirus (especially EBV and CMV)

Lymphoproliferation

- Lymphadenopathy
- Splenomegaly/hepatomegaly
- Nodular lymphoid hyperplasia

Enteropathy

Autoimmunity

- Cytopenias
- Autoimmune disorders
- Autoinflammatory disorders

Bronchiectasis

Lymphoma

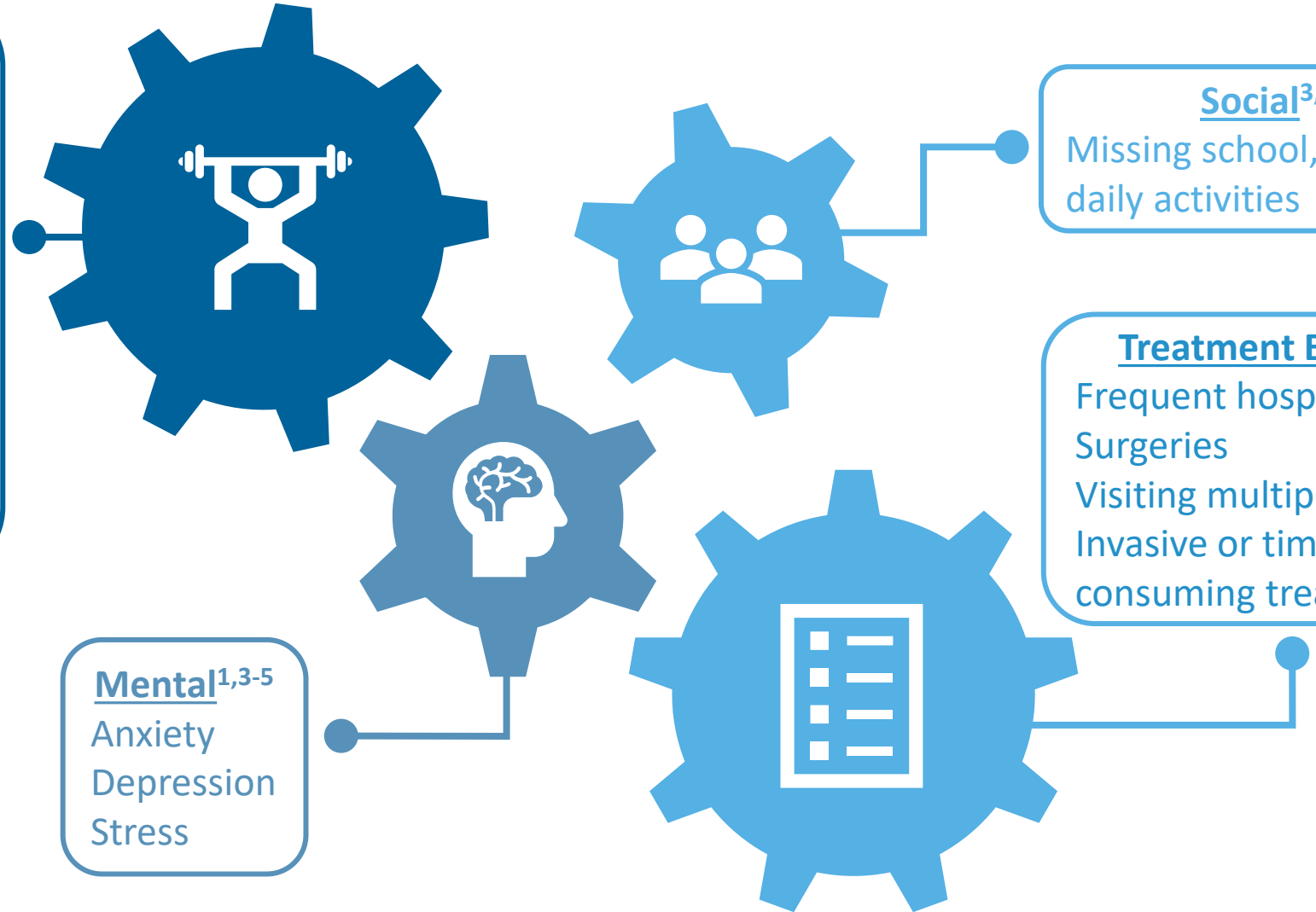
FOXO, forkhead box O; mTOR, mammalian target of rapamycin; PI3K δ , phosphoinositide 3-kinase delta; PKB, protein kinase B.

1. Lucas CL, et al. *Nat Immunol.* 2014;15(1):88-97. 2. Fruman DA, et al. *Cell.* 2017;170(4):605-635. 3. Okkenhaug K, Vanhaesebroeck B. *Nat Rev Immunol.* 2003;3(4):317-330. 4. Coulter TI, et al. *J Allergy Clin Immunol.* 2017;139(2):597-606. 5. Elkaim E, et al. *J Allergy Clin Immunol.* 2016;138(1):210-218. 6. Jamee M, et al. *Clin Rev Allergy Immunol.* 2020;59(3):323-333.

APDS can impact many facets of life

Physical^{1,2}

Frequent infections
Swollen glands
Shortness of breath
Coughing/wheezing
Chest or joint pain
Fatigue
Inability to exercise
Hearing loss
Diarrhea
Skin problems



Social^{3,4}

Missing school, work, or daily activities

Treatment Burden¹⁻⁴

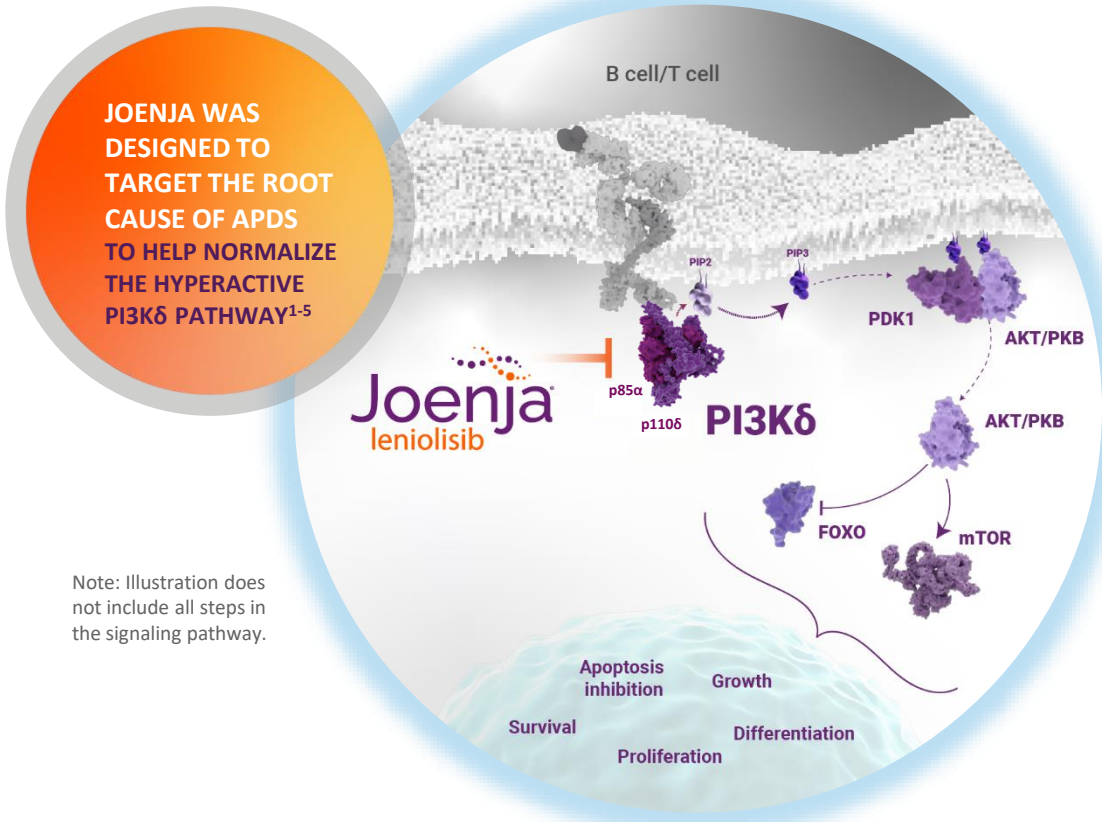
Frequent hospitalizations
Surgeries
Visiting multiple doctors
Invasive or time-consuming treatments

Mental^{1,3-5}

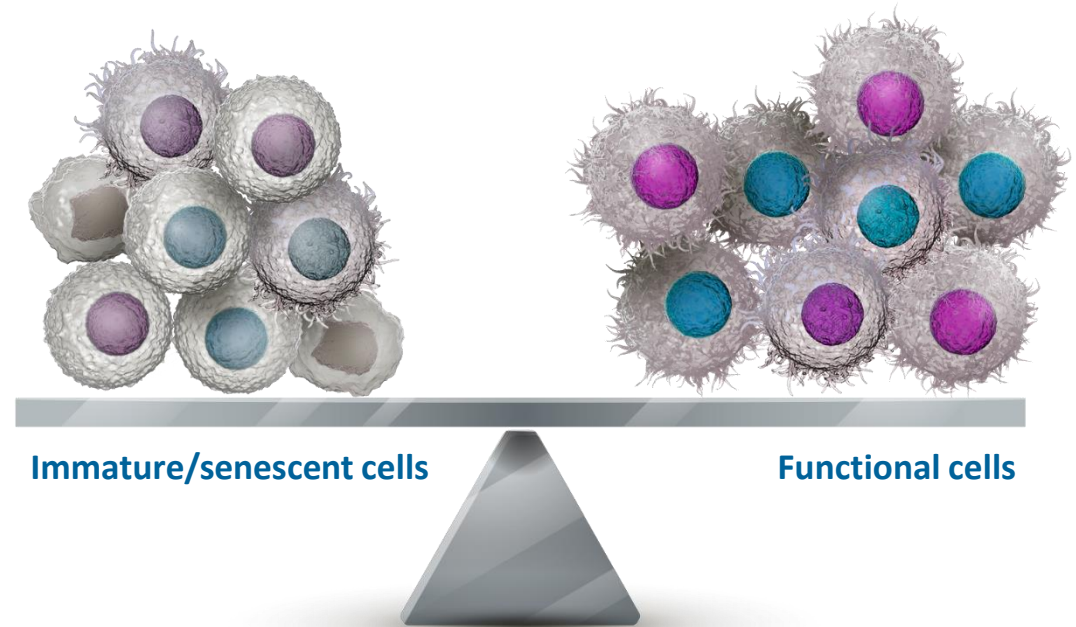
Anxiety
Depression
Stress

APDS, activated phosphoinositide 3-kinase δ syndrome.

1. Coulter TI, et al. *J Allergy Clin Immunol.* 2017;139(2):597-606. 2. Elkaim E, et al. *J Allergy Clin Immunol.* 2016;138(1):210-218. 3. Rider NL, et al. *J Clin Immunol.* 2017;37(5):461-475.
4. Jiang F, et al. *Allergy Asthma Clin Immunol.* 2015;11:27. 5. Kuburovic NB, et al. *Patient Prefer Adherence.* 2014;8:323-330.



Joenja[®] facilitates a balanced PI3Kδ pathway to support proper immune function⁶



This is a graphical representation of a complex biological process.

AKT/PKB, protein kinase B; FOXO, forkhead box O; mTOR, mammalian target of rapamycin; p85α, the regulatory subunit of the PI3Kδ enzyme; p110δ, the catalytic subunit of the PI3Kδ enzyme.
 1. Fruman DA, et al. *Cell*. 2017;170(4):605-635. 2. Okkenhaug K, Vanhaesebroeck B. *Nat Rev Immunol*. 2003;3(4):317-330. 3. Hoegenauer K, et al. *ACS Med Chem Lett*. 2017;8(9):975-980. 4. Rao VK, et al. *Blood*. 2017;130(21):2307-2316. 5. Rao VK, et al. *Blood*. 2023;141(9):971-983. 6. Nunes-Santos CJ, et al. *J Allergy Clin Immunol*. 2019;143(5):1676-1687.

FDA approval of Joenja®: a much-needed treatment for patients with APDS and another win for Pharming

Joenja® (leniolisib) is a prescription medicine that is used to treat activated phosphoinositide 3-kinase delta (PI3Kδ) syndrome (APDS) in adults and pediatric patients 12 years of age and older

Joenja® reported additional findings from an ongoing long-term open-label extension study interim analysis: reductions/discontinuations in IRT and reduction in infection rates

In a randomized placebo-controlled trial of patients with APDS

- Joenja® met both primary end points with significant efficacy results
- Demonstrated significant improvement in other secondary and exploratory parameters

Extension study interim analysis demonstrated safety consistent with the randomized, controlled trial. We continue to collect observational long-term data on lymphadenopathy, naive B cells and IgM

There were no drug-related serious adverse events or study withdrawals in Joenja® trials

Pharming is well-positioned to hit the ground running with Joenja®





Joenja[®] launched & reimbursed commercial shipments to patients commenced early April



Europe – CHMP opinion on MAA expected 2H23 (approval ~ 2 months later)



UK – MHRA filing expected 2H23 (approval ~2 months later)



Initiation of Japan clinical study in 1H23



Development ongoing for pediatric patients 4 to 11 years old



Initiation of second pediatric study in children 1 to 6 years in 3Q23



Pharming® | 35 years



CFO



Jeroen Wakkerman
Chief Financial Officer

Financials

Financial highlights: FY 2022 vs FY 2021

**TOTAL REVENUES
FY 2021**

US\$198.9 million



**TOTAL REVENUES
FY 2022**

US\$205.6 million



**GROSS PROFIT
FY 2021**

US\$177.7 million



**GROSS PROFIT
FY 2022**

US\$188.1 million



**OPERATING COSTS
FY 2021**

US\$166.8 million



**OPERATING COSTS
FY 2022**

US\$184.4 million



**OPERATING PROFIT
FY 2021**

US\$13.6 million



**OPERATING PROFIT
FY 2022**

US\$18.2 million



**NET PROFIT
FY 2021**

US\$16.0 million



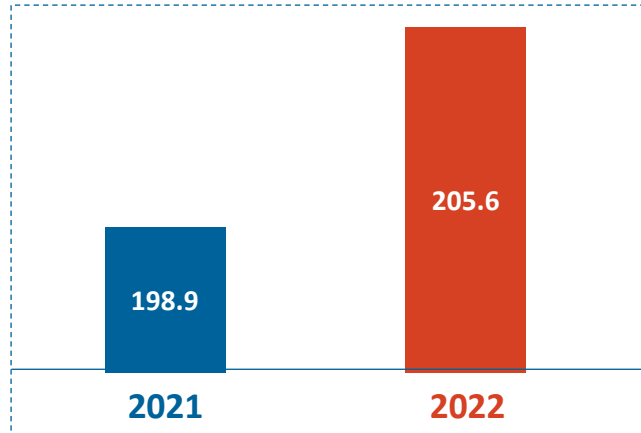
**NET PROFIT
FY 2022**

US\$13.7 million

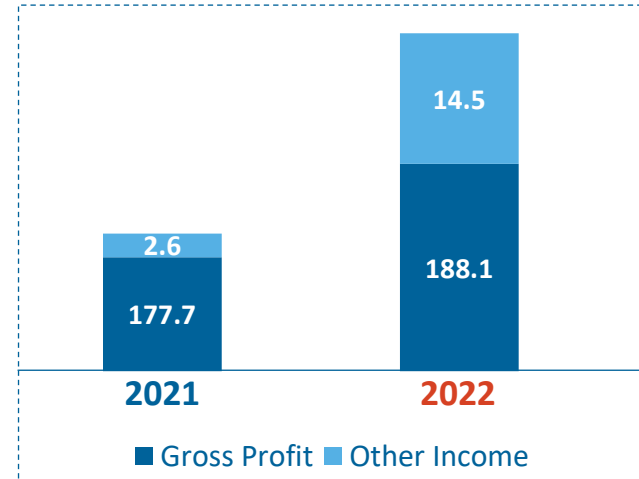


Pharming grew sales & investments in leniolisib

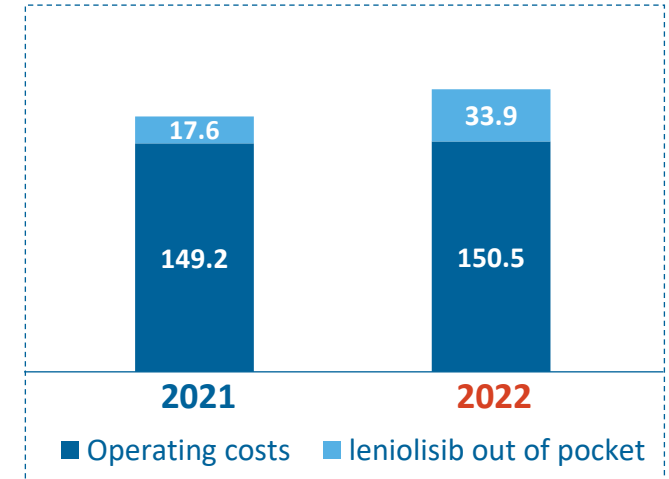
Revenue in US\$ million



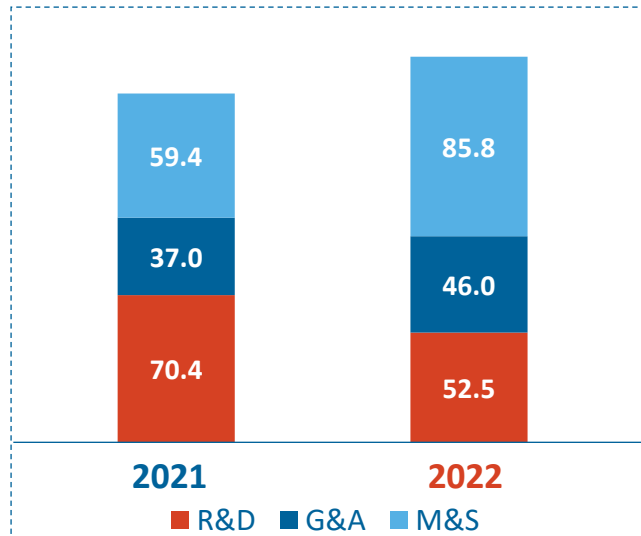
Gross Profit and Other Income in US\$ million



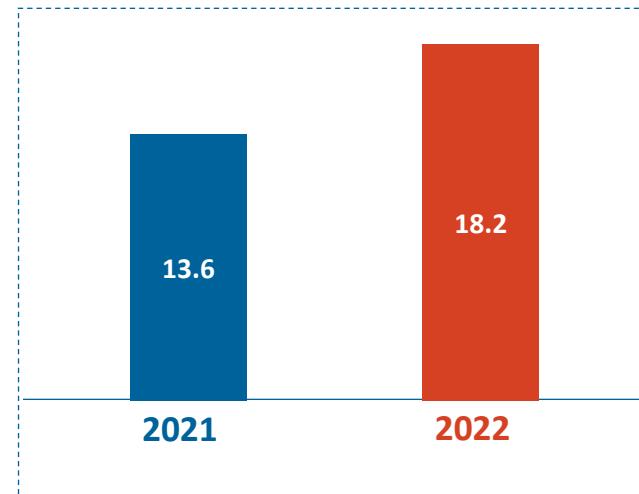
Operating costs in US\$ million



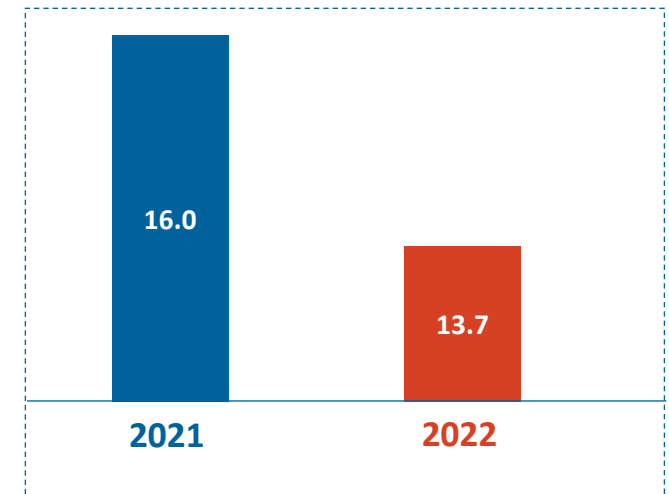
Cost category development in US\$ million



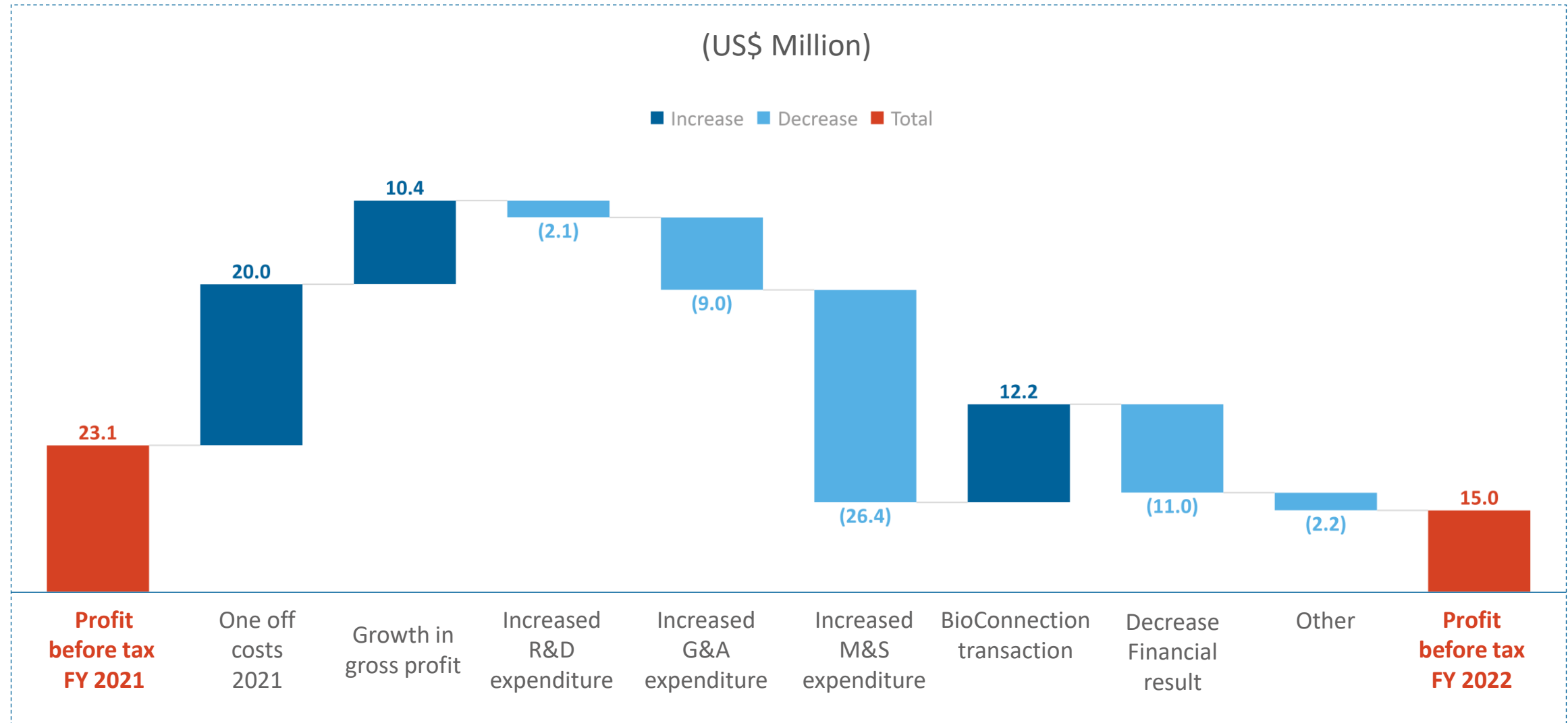
Operating Profit in US\$ million



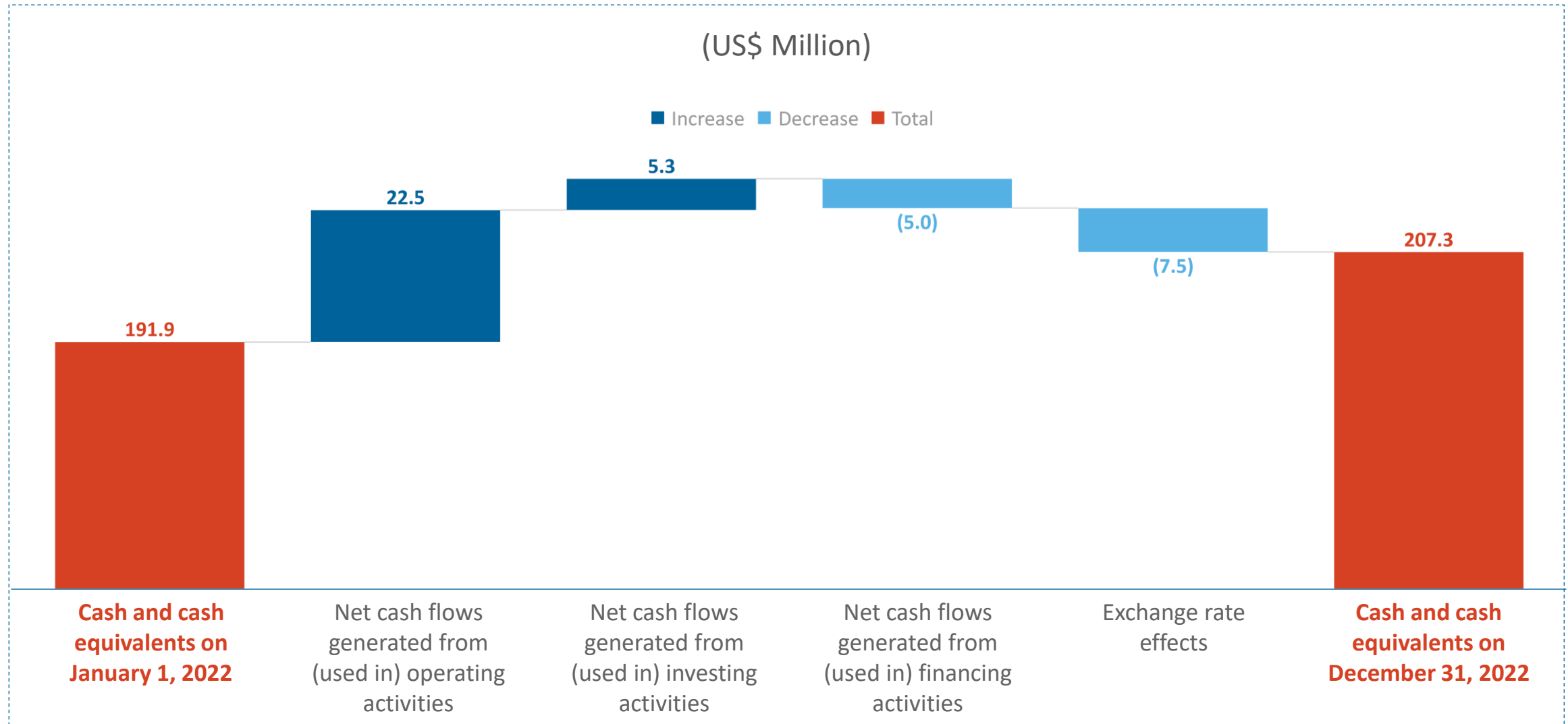
Net Profit in US\$ million



FY 2022: Profit before tax Dec 31, 2021 – Dec 31, 2022



FY 2022: Cashflow January 1, 2022 – December 31, 2022





Continued low single-digit growth in RUCONEST® revenues



Joenja® approved by US FDA March 2023, launch and commercialization April 2023



Positive CHMP opinion in 2H 2023, marketing authorization in Europe ~2 months later*



File leniolisib with UK's MHRA following ECDRP route*



Continued operating cost investments to accelerate future growth



Further details on our plans to develop leniolisib in additional indications to be provided in 2H 2023



Investment and continued focus on potential acquisitions and in-licensing of late-stage opportunities in rare diseases

2. Annual Report 2022 *(voting and discussion items)*

- a) Explanation of the business, the operations and the results for the year ending on 31 December 2022 (discussion item)
- b) Remuneration report for 2022 (advisory voting item)**
- c) Corporate Governance (discussion item)
- d) Explanation of the dividend policy (discussion item)
- e) Proposal to adopt the financial statements for 2022 (voting item)
- f) Proposal to discharge the members of the Board of Directors (voting item).

Material developments in 2022

- ◆ Remuneration Committee duly considered investor feedback on 2021 report and made in several changes in design and disclosures for CEO remuneration. For example:
 - *retrospective* disclosure of effectively all targets set for 2022 short-term incentive plan and vesting shares one-off transition arrangement
 - full outline of performance measures and weightings set for 2023 short-term incentive plan (retrospective disclosure in 2023 Remuneration Report with few exceptions)
 - Prospective disclosure of all non-financial targets set for long-term incentive plan 2023-2025

- ◆ Compensation review Board of Directors and Executive Committee (AON Radford) – additional review started for fee levels chairs and members committees.

Performance by CEO on targets 2022

◆ Short-term incentive (annual bonus in cash/70% on target): 89% score results in payout 62% of annual salary (gross)

Financial

Performance Measure	Target	Weighting	Actual
RUCONEST® revenues (USD)	>214,9M	25%	205,6M
Operating Profit (USD)	Loss not exceeding 31.3M	25%	Operating profit 22.8M
Cash decrease (USD)	Decrease no more than 32M	25%	Increase 15,4M
Minimum Liquidity (USD)	50M	25%	207.3M

All

Component	Weighting	Achievement scores	Resulting sub-scores
Financials	30%	75%	22,5%
Execution	40%	93%	37,2%
People	20%	94%	18,8%
Impact/purpose	10%	100%	10%
Total:			89%

Performance by CEO on targets 2022

- ◆ Long-term incentive (vesting restricted shares): no vesting scheduled until 2024
- ◆ One-off transition arrangement (approved by EGM 11 December 2020): 100% vesting results in 1,400,000 shares (gross), to be retained for 5 years from grant

Metric	Achievement	Weighting	Vesting level
TSR	115%	40%	46%
Strategic Objectives	90%	60%	54%
Total vesting level: 100%			

CEO fixed remuneration

◆ Fixed annual salary 2022: EUR 603,000

- AON Radford benchmark: compensation CEO positioned in upper 75% EU benchmark group and in upper 25% of the US benchmark group
- *Revenues*: Pharming positioned between 50% and 75% of EU benchmark group. US benchmark: Pharming positioned just below top 50% of the benchmark group.

◆ Board increased fixed salary by 3,5% to EUR 624,000 for 2023.

Salary takes into consideration:



- solid performance by CEO in 2022
- benchmark AON Radford
- average 2022 increase for Pharming employees in Europe: 4,9%.

2. b) Remuneration report for 2022

(advisory voting item)

Remuneration report for 2022.

For	84,968,395
Against	4,426,575
Abstain	553,335

For	 95.05%
Against	 4.95%

2. Annual Report 2022 *(voting and discussion items)*

- a) Explanation of the business, the operations and the results for the year ending on 31 December 2022 (discussion item)
- b) Remuneration report for 2022 (advisory voting item)
- c) Corporate Governance (discussion item)**
- d) Explanation of the dividend policy (discussion item)
- e) Proposal to adopt the financial statements for 2022 (voting item)
- f) Proposal to discharge the members of the Board of Directors (voting item).

2. c) Corporate Governance (discussion item)

- ❖ Pharming's ordinary shares are traded on Euronext Amsterdam. American Depositary Shares have been listed on the Nasdaq Stock Market in the US since 23 December 2020
- ❖ Pharming continues to take all steps required to ensure compliance with the applicable US regulatory requirements and in implementing an enhanced internal control framework to ensure compliance with the US Sarbanes-Oxley Act.

Remaining deviations from the Dutch Corporate Governance Code (unchanged compared to 2021):

- provision 3.3.2: shares for the Non-Executive Directors as part of remuneration
- Provision 4.2.3: system to follow all analyst meetings in real time
- provisions 1.3-1.7: Internal auditor

Details can be found in the section 'Dutch Corporate Governance Code' in the 2022 Annual Report.

These deviations are deemed appropriate for companies of Pharming's size and complexity level.

2. Annual Report 2022 *(voting and discussion items)*

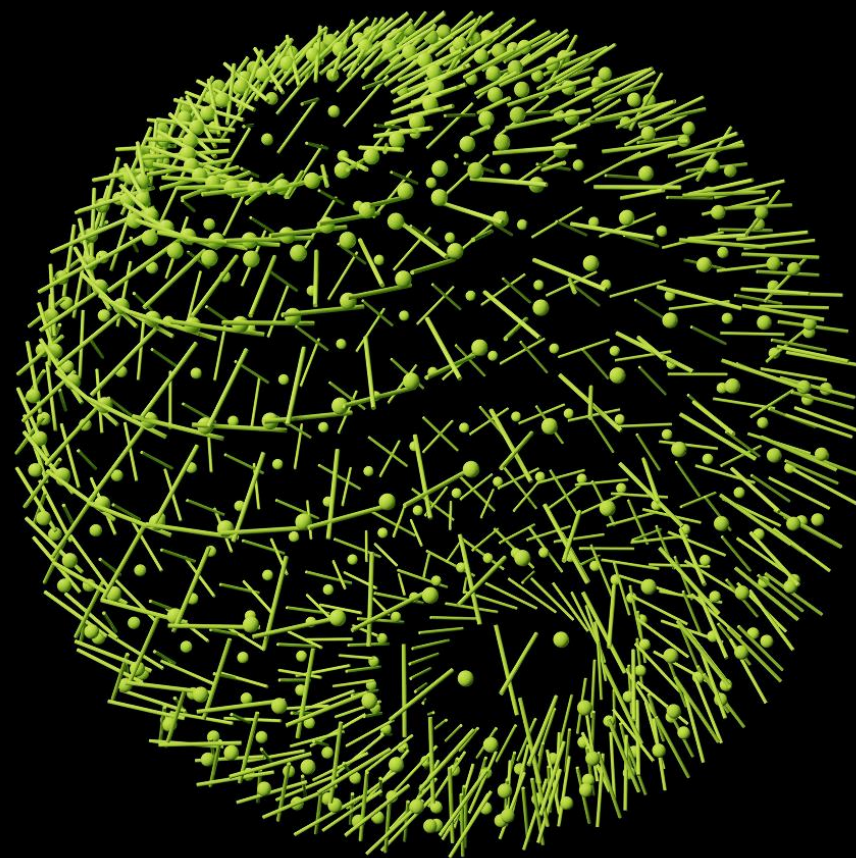
- a) Explanation of the business, the operations and the results for the year ending on 31 December 2022 *(discussion item)*
- b) Remuneration report for 2022 *(advisory voting item)*
- c) Corporate Governance *(discussion item)*
- d) Explanation of the dividend policy *(discussion item)***
- e) Proposal to adopt the financial statements for 2022 *(voting item)*
- f) Proposal to discharge the members of the Board of Directors *(voting item)*.

2. d) Explanation of the dividend policy (discussion item)

- ◆ Pharming continues to follow its existing policy *not* to pay dividends. The Board of Directors does not envisage the payment of dividends in the coming years.
- ◆ Payment of future dividends, if any, would be at the discretion of the Board, taking into account various factors including business prospects, cash requirements, financial performance and product development.

2. Annual Report 2022 *(voting and discussion items)*

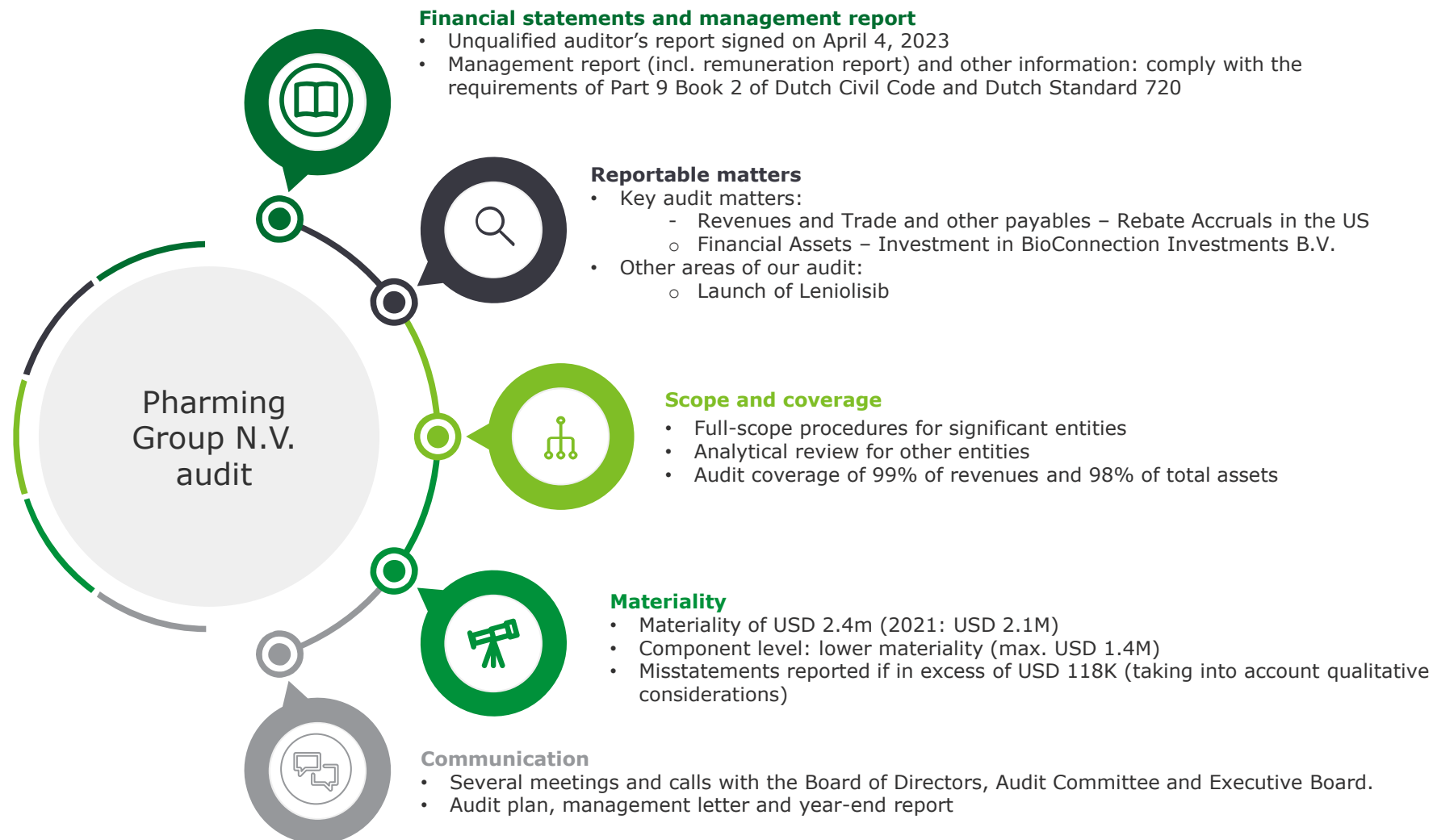
- a) Explanation of the business, the operations and the results for the year ending on 31 December 2022 *(discussion item)*
- b) Remuneration report for 2022 *(advisory voting item)*
- c) Corporate Governance *(discussion item)*
- d) Explanation of the dividend policy *(discussion item)*
- e) Proposal to adopt the financial statements for 2022 *(voting item)***
- f) Proposal to discharge the members of the Board of Directors *(voting item)*.



Pharming Group N.V.

Presentation of the independent auditor

Summary of the 2022 audit



Compliance with laws and regulations, including procedures related to fraud risks & Going concern

Compliance with laws and regulations

- Obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that directly affect the financial statements;
- Attentive to indications of (suspected) non-compliance with laws and regulations;
- Conducted interviews with, amongst other, CEO, CFO, Legal Counsel and Senior Finance Personnel
- Reading minutes of the Board of Directors and Executive Committee

What procedures did we perform at Pharming about the fraud risk of management override of controls?

- Evaluated the design and implementation of relevant internal controls (incl. tone at the top)
- Further specific attention within the audit for the following elements:
 - Generating and processing journal entries
 - Management estimates
 - Significant transactions outside the normal course of business
 - Interviews regarding fraud with CEO, CFO, Legal Counsel and Senior Finance Personnel.
 - Evaluation of the disclosures regarding fraud risk assessment, management estimates and uncertainties
 - Evaluation of Pharming's fraud risk assessment, Code of Conduct, whistleblower policy and incident registration.

Going concern


- The financial statements have been prepared on a going concern basis
- Procedures performed regarding the evaluation of management's use of the going concern basis, such as:
 - Evaluate the reasonableness of the assumptions used by management;
 - Evaluate whether all relevant information of which we are aware has been included in the management's assessment; and
 - Reviewing management's future outlook as part of procedures on the annual report.

2. e) Proposal to adopt the financial statements for 2022

(voting item)

Proposal to adopt the financial statements for 2022.

For	90,635,405
Against	307,329
Abstain	454,569

For	 99.66%
Against	0.34%

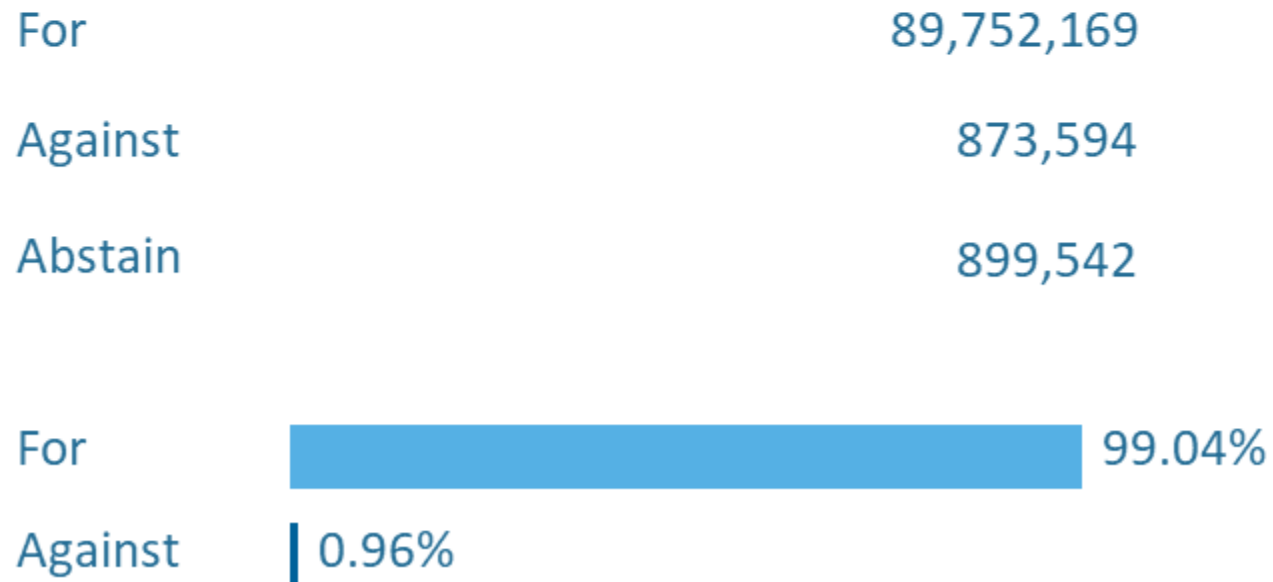
2. Annual Report 2022 *(voting and discussion items)*

- a) Explanation of the business, the operations and the results for the year ending on 31 December 2022 *(discussion item)*
- b) Remuneration report for 2022 *(advisory voting item)*
- c) Corporate Governance *(discussion item)*
- d) Explanation of the dividend policy *(discussion item)*
- e) Proposal to adopt the financial statements for 2022 *(voting item)*
- f) Proposal to discharge the members of the Board of Directors *(voting item)*.**

2. f) Proposal to discharge the members of the Board of Directors

(voting item)

Proposal to discharge the members of the Board of Directors for their responsibilities in 2022.

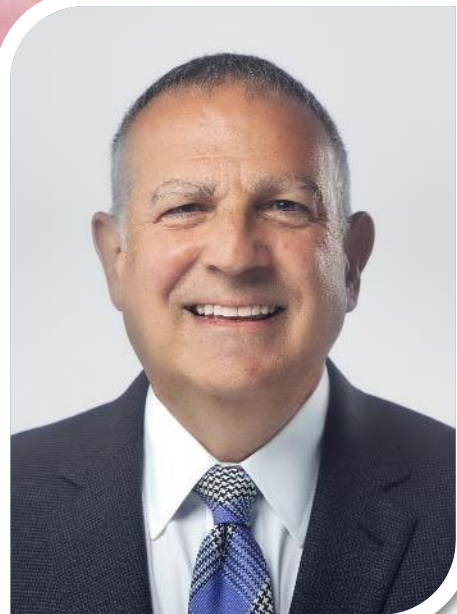


3. Reappointment Non-Executive Directors

(2 separate voting items)

3. Reappointment Non-Executive Directors *(2 separate voting items)*

- a) **Proposal to reappoint Paul Sekhri, upon binding recommendation of the Board of Directors, as Non-Executive Director pending the ongoing search for a new Chair for a period of one year.**
- b) Proposal to reappoint Deborah Jorn, MBA, upon binding recommendation of the Board of Directors, as Non-Executive Director for a period of two years.



Paul Sekhri

Chair of the Board of Directors. Member Corporate Governance Committee and Member Transaction Committee



Proposal, by way of binding nomination, to reappoint Mr Paul Sekhri as Non-Executive Director for one year.

For	51,297,862
Against	29,002,704
Abstain	11,224,729



3. Reappointment Non-Executive Directors *(2 separate voting items)*

- a) Proposal to reappoint Paul Sekhri, upon binding recommendation of the Board of Directors, as Non-Executive Director pending the ongoing search for a new Chair for a period of one year.
- b) Proposal to reappoint Deborah Jorn, MBA, upon binding recommendation of the Board of Directors, as Non-Executive Director for a period of two years.**





Deborah Jorn

Vice-Chair Board of Directors. Member Audit Committee and Member Remuneration Committee.



Proposal, by way of binding nomination, to reappoint Ms. Deborah Jorn as Non-Executive Director for two years.

For	90,232,548
Against	950,480
Abstain	342,267

For	 98.96%
Against	 1.04%



VOTING ITEM
AGENDA ITEMS: 4/10

4. Remuneration Transaction Committee

(voting item)

4. Remuneration Transaction Committee (voting item)

- The Board of Directors decided to establish a Transaction Committee as per January 1, 2023 to assist the Board of Directors in the review and decision-making process on M&A or other business development transactions.
- The Remuneration Policy for the Board of Directors does not provide for the payment of fees to the Chair and members of the new Transaction Committee.

Proposal:



To approve, by way of a supplement to the Remuneration Policy, the payment of the following annual fees in cash to the Chair and the members of the Transaction Committee with retrospective effect from January 1, 2023, subject to the remaining provisions of the Remuneration Policy:

- Chair: EUR 6,000 (gross)
- Member: EUR 3,000 (gross)

The proposed fees have been aligned with the fees payable to the Chair and Members of the Corporate Governance Committee and the Remuneration Committee, respectively.

Proposal to approve proposed annual fees for the Chair (EUR 6,000) and members (EUR 3,000) of the new Transaction Committee.

For	89,890,077
Against	1,257,932
Abstain	377,286

For	 98.62%
Against	 1.38%

5. Re-appointment of the external auditor of the Company

(voting item)

5. Reappointment of the external auditor (voting item)

The Board of Directors, supported by the Audit Committee, evaluated in March 2023 the performance by Deloitte Accountants B.V. of its duties in 2022 and has reached a positive conclusion on their re-appointment.


Proposal:

To reappoint Deloitte as the company's external auditor for the financial years 2023 and 2024, including (each time for both years):

- the examination of Pharming's Annual Report and Financial Statements
- to report to the Audit Committee and the Board of Directors
- to issue an auditor's statement.

Proposal to re-appoint Deloitte Accountants B.V. as the external auditor of the Company for the financial years 2023 and 2024.

For	90,535,974
Against	309,789
Abstain	634,531

For	 99.66%
Against	0.34%

6. Amendment to the Articles of Association and authorization to implement such amendment

(voting item)



Proposal:

- to increase the authorized capital by 20% to EUR 10,560,000 (1,056,000,000 shares with a nominal value of one Eurocent each)
- to authorize NautaDutilh N.V. to execute the deed of amendment to effect this amendment.
- the *actual* issuance of new shares *by the Board of Directors* remains conditional upon the authorization granted from time to time by the general meeting of shareholders.

Any issuance of shares in excess of such authorization will each time require a decision to that effect by our shareholders.

Proposal (i) to amend the Articles of Association to increase the authorised capital by 20% to ten million five hundred and sixty thousand Euros (€10,560,000 or 1,056,000,000 shares) and (ii) to authorize NautaDutilh N.V. to execute the deed of amendment to effect these amendments.

For	85,714,090
Against	2,995,098
Abstain	378,677

For	 96.62%
Against	 3.38%

7. Designation of the Board of Directors as the Company's body, authorized to: (i) issue shares, (ii) grant option rights and (iii) restrict or exclude pre-emptive rights



(voting item)

7. Designation of the Board of Directors as the Company's body, authorized to: (i) issue shares, (ii) grant option rights and (iii) restrict or exclude pre-emptive rights
(voting item)

- a) general authorization for generic corporate purposes, including (i) share issuances to the Board of Directors in accordance with the remuneration policy and the incentive plans for the CEO as approved by our shareholders, and (ii) issuances of shares and/or stock options to staff members under the applicable staff equity incentive plans, for a period of eighteen months up to 10% of the issued share capital;

Authorization of the Board of Directors to issue shares, or rights to acquire shares, up to 10% of the issued capital, and to exclude pre-emptive rights, for general corporate purposes (including equity incentive plans).

For	86,458,731
Against	2,456,737
Abstain	422,397

For	 97.24%
Against	 2.76%



VOTING ITEM
AGENDA ITEMS: 8/10

8. Authorization of the Board of Directors to repurchase shares in the Company

(voting item)

8. Authorization of the Board of Directors to repurchase shares in the Company (voting item)


Proposal:

to authorize the Board of Directors for a period of eighteen months, starting on 17 May 2023, as the body which is authorized:

- to repurchase not more than 10% of the issued capital
- through the stock exchange or otherwise.

Authorization of the Board of Directors to repurchase shares in the Company.

For	88,400,413
Against	629,989
Abstain	647,464

For	 99.29%
Against	0.71%

9. Any other business

(discussion item)



10. Closing

www.pharming.com | investor@pharming.com

NASDAQ: **PHAR** | Euronext Amsterdam: **PHARM**

Bloomberg: **PHAR.AS**